

P99000048455

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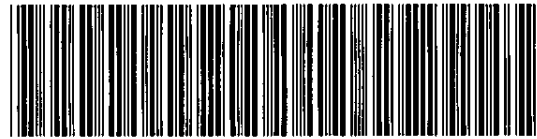
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TALLAHASSEE, FLORIDA

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7/12/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 722551 7375564
AUTHORIZATION : *[Handwritten Signature]*
COST LIMIT : \$70,000

ORDER DATE : July 11, 2013
ORDER TIME : 3:22 PM
ORDER NO. : 722551-005
CUSTOMER NO: 7375564

ARTICLES OF MERGER

CENTREFUND REALTY (U.S.)
CORPORATION

INTO

EQUITY ONE (FLORIDA PORTFOLIO)
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
CENTREFUND REALTY (U.S.) CORPORATION
WITH AND INTO
EQUITY ONE (FLORIDA PORTFOLIO) INC.

FILED
2013 JUL 11 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of the Florida Business Corporation Act, Centrefund Realty (U.S.) Corporation, a Delaware corporation (the "Constituent Corporation") and Equity One (Florida Portfolio) Inc., a Florida corporation (Document Number P99000048455) (the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Constituent Corporation with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the Board of Directors and the shareholders of each the Constituent Corporation and the Survivor by unanimous written consent each dated as of July 11, 2013.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 11th day of July, 2013.

EQUITY ONE (FLORIDA PORTFOLIO) INC.
CENTREFUND REALTY (U.S.) CORPORATION

By: 
Aaron Kitlowski
Vice President and Secretary

COR

Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of July 11, 2013, between Centrefund Realty (U.S.) Corporation, a Delaware corporation (the "Constituent Corporation") and Equity One (Florida Portfolio) Inc., a Florida corporation ("EOFP" or the "Surviving Corporation").

The Constituent Corporation and EOFP desire to effect the statutory merger of the Constituent Corporation with and into EOFP, with EOFP to survive such merger.

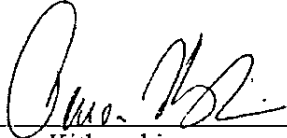
1. **Constituent Company**. The Constituent Corporation and EOFP shall be parties to the merger (the "Merger") of the Constituent Corporation with and into EOFP.
2. **Terms and Conditions of Merger**. The Constituent Corporation shall, pursuant to the provisions of the laws of the State of Florida, be merged with and into EOFP, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, EOFP shall assume the obligations of the Constituent Corporation.
3. **Conversion of Shares**. Upon the Effective Date, the Common Stock of the Constituent Corporation presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EOFP that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Surviving Corporation.
4. **Articles of Incorporation**. The Articles of Incorporation of EOFP as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws**. The Bylaws of EOFP as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers**. The directors and officers of the EOFP in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. **Effective Date**. The Merger shall become effective on the date on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment and Plan of Merger.** The Board of Directors and the Shareholders of each of the Constituent Corporation and EOPF, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 11th day of July, 2013.

**EQUITY ONE (FLORIDA PORTFOLIO) INC.
CENTREFUND REALTY (U.S.) CORPORATION**

By: _____


Aaron Kitlowski
Vice President and Secretary